

Immediate Office

July 24, 2002

William L. Jews
President and Chief Executive Officer
CareFirst, Inc.
10455 Mill Run Circle
Owings Mills, MD 21117

Edward J. Baran
Chairman of the Board of Directors
Group Hospitalization and Medical Services, Inc.
550 12th St. S.W.
Washington, D.C. 20065

C/O: David M. Funk, Esq.
Ren L. Tundermann, Esq.
Funk & Bolton
100 Light Street, Suite 1000
Baltimore, Maryland 21202-1036

Re: Proposed Conversion and Acquisition of Group Hospitalization and Medical Services, Inc. ("GHMSI") and CareFirst, Inc. ("CareFirst") by WellPoint Health Networks Inc.

Gentlemen and Ms. Tundermann:

Pursuant to D.C. Official Code Section 44-601 *et seq.*, the Corporation Counsel of the District of Columbia ("Corporation Counsel") hereby requests that GHMSI and CareFirst produce the information and documents described below (the "Requests") to the:

Office of the Corporation Counsel
John A. Wilson Building
1350 Pennsylvania Ave., N.W., Suite 409
Washington, D.C. 20004
Attn: Stephen B. Lyons, Senior Counsel

on August 5, 2002, or at such other time and place as is mutually agreed upon in writing.

Please be advised that all of the information provided by you in response to the Requests will be treated as a public record and will be made available for public review, unless such information is exempt from disclosure pursuant to D.C. Official Code § 2-534 (a)-(b). If you contend that any such information is exempt from disclosure under D.C. law, it is your obligation

to so designate the specific information as confidential and to set forth with specificity the reasons such information is exempt under D.C. Law. The Corporation Counsel shall not be bound by any such claim of confidentiality and shall make its own determination of any such claim of confidentiality. We shall, however, provide you ten (10) days written notice of our intent to release any information designated by you as “confidential” so that you may seek appropriate relief from the court.

To assist you in responding to the Requests, we have supplied specific Definitions and Instructions herein. After you have completed the written responses, please execute and produce the attached Verifications. We request that you provide an original copy and three duplicate copies in response to all Requests. In addition, please note that the Corporation Counsel reserves the right to make additional requests for information and/or documents.

We realize that these initial Requests are voluminous and will require some time to assemble and produce. As such, we suggest a sequential production of material commencing on August 5, 2002, and continuing on an expedited basis at regular intervals thereafter as mutually agreed upon. Please contact Assistant Corporation Counsel Raymond V. Santora, Jr. (202-724-5565) or John Ray (202-463-4341) or Jim Schwartz (310-312-4182) of Manatt, Phelps and Phillips, LLP, special counsel to the Corporation Counsel, to discuss these arrangements.

Sincerely,

ROBERT R. RIGSBY
Corporation Counsel

BY: _____
Stephen B. Lyons
Senior Counsel

cc: Dana Sheppard, Esq.
D.C. Department of Insurance and
Securities Regulation

DEFINITIONS

1. “Corporation Counsel” shall mean the Corporation Counsel of the District of Columbia, including all of its offices, agencies, bodies, and/or institutions, as well as all officers, directors, employees, agents, representatives, attorneys, consultants, experts and/or other Persons employed or working on its behalf.

2. “CareFirst” shall mean CareFirst, Inc., including all of its affiliates, subsidiaries, offices, agencies, bodies, institutions, and/or boards, as well as all officers, directors, employees, agents, representatives, attorneys, consultants, experts and/or other Persons employed or working on its behalf.

3. “GHMSI” shall mean Group Hospitalization and Medical Services, Inc., including all of its affiliates, subsidiaries, offices, agencies, bodies, institutions, and/or boards, as well as all officers, directors, employees, agents, representatives, attorneys, consultants, experts and/or other Persons employed or working on its behalf.

4. “WellPoint” shall mean WellPoint Health Networks Inc., including all of its affiliates, subsidiaries, offices, agencies, bodies, institutions, and/or boards, as well as all officers, directors, employees, agents, representatives, attorneys, consultants, experts and/or other Persons employed or working on its behalf.

5. “BCBSA” shall mean the Blue Cross/Blue Shield Association, including all of its offices, agencies, bodies, institutions, and/or boards, as well as all officers, directors, employees, agents, representatives, attorneys, consultants, experts and/or other Persons employed or working on its behalf.

6. “Accenture” shall mean the Accenture consulting firm, including all of its offices,

agencies, bodies, institutions, and/or boards, as well as all officers, directors, partners, employees, agents, representatives, attorneys, consultants, experts and/or other Persons employed or working on its behalf.

7. “CSFB” shall mean Credit Suisse First Boston Corporation, including all of its offices, agencies, bodies, institutions, and/or boards, as well as all officers, directors, employees, agents, representatives, attorneys, consultants, experts and/or other Persons employed or working on its behalf.

8. “Form A Statement” shall mean the Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (GHMSI by WellPoint) and accompanying materials and exhibits filed with the District of Columbia Department of Insurance and Securities Regulation on or about January 11, 2002.

9. “Conversion” shall mean the proposed Conversion of GHMSI to a for-profit entity.

10. “Merger Agreement” shall mean the Agreement and Plan of Merger dated November 20, 2001 between GHMSI and WellPoint.

11. “Proposed Acquisition” shall mean the proposed Conversion of GHMSI to a for-profit entity and the acquisition of GHMSI and CareFirst by WellPoint pursuant to the Merger Agreement.

12. “Accenture Community Impact Analysis Report” shall mean the report and accompanying materials titled “Community Impact Analysis of the Proposed Conversion of CareFirst, Inc. to a For-Profit Business Entity and the Merger between CareFirst, Inc. and WellPoint Health Networks Inc.” submitted by Accenture to CareFirst on or about January 10, 2002, attached as Exhibit 1-A6 to the Form A Statement.

13. “Accenture Case for Change Report” shall mean the report and accompanying materials titled “Case for Change” submitted by Accenture to CareFirst.

14. “CSFB Fairness Opinion” shall mean the two page Fairness Opinion letter submitted by CSFB to CareFirst on or about November 20, 2001, attached as Exhibit 4-B to the Form A Statement.

15. “CSFB Fairness Presentation” shall mean the November 20, 2001 presentation by CSFB to the CareFirst Board of Directors under the “Project Chesapeake” designation (with Exhibits 1-5), attached as Exhibit 4-B to the Form A Statement.

16. “Person” shall mean natural person(s), corporation(s), firm(s), partnership(s), unincorporated association(s), trust(s) or other legal, business or governmental entities.

17. As used herein, “You” or “Your” shall mean CareFirst, GHMSI, and any Person associated with You and anyone else acting on Your behalf.

18. “Document” or “Documents” shall have their customary broad meanings and shall include, without limitation, all originals, copies and drafts of all written, typewritten, recorded, transcribed, printed, taped, photographic or graphic matter, and all other tangible things upon which any handwriting, typing, drawing, representation, photostatic or other copy, magnetic or electrical impulse, visual reproduction or communication, however produced or reproduced, whether sent or received, or neither, including but not limited to, all books, pamphlets, articles, newspapers, press releases, magazines, booklets, circulars, charts, handbooks, manuals, periodicals, letters, memoranda, contracts, files, envelopes, notices, instructions, reports, financial reports, records, studies, surveys, transcripts, diaries (formal or informal), audited and unaudited financial statements, bills of lading, warehouse receipts, checks (canceled or otherwise), check stubs, receipts, working papers, questionnaires, notes, notations,

lists, comparisons, telegrams, cables, facsimiles, E-mails, telex messages, communications (including intra corporate communications, and reports, notes, notations and memoranda of, or relating to, telephone conversations and conferences), minutes, transcriptions, correspondence, agreements, graphs, tabulations, analyses, evaluations, projections, opinions, surveys, analyses, evaluations or reports of consultants, statements, summaries, desk calendars, appointment books, telephone logs, telephone bills, surveys, indices, tapes, computer inputs or outputs, computer memory, microfilm, magnetic tapes and photographs within the possession or custody, or under Your control. Different versions of the same Document(s), including but not limited to, drafts, revisions or Documents with handwritten notations or marks not found in the original or on other copies are different Documents and must be produced.

19. To the extent You have possession, custody, or control of any information or Documents or other materials responsive to the Requests which constitute, is contained in, or is stored or represented on a computer hard drive, computer disk, CD Rom, diskette, magnetic tape, audio tape, video tape, compact disk, microfiche, film, or other media that store information, text or data electronically, magnetically, or mechanically, it shall be within the meaning of Document as defined above and You are required to produce duplicates of all such information either in hard copy form or in any other form such that the information or material is accessible.

20. Information or Documents “Relating To”, “Related To”, or which “Relates To”, any subject matter shall mean any information or Document which constitutes, contains, embodies, evidences, reflects, supports, concerns, identifies, states, refers to, regards, records, deals with, describes, explains, or is in any way pertinent to that subject.

21. “Communication” shall include, but is not limited to, the transmission of all written, electronic (including e-mail) or oral discussions, correspondence, statements,

conversations, ideas, memoranda, notations, letters, notices or any Documents, whether or not the Person was a participant or had personal knowledge thereof.

22. “Meeting” shall mean any assembly, convocation, encounter, or coincidence of two or more Persons face-to-face, telephonically or by audio and/or video-conference, for any purpose, whether or not planned.

23. “Identify” or “State the Identity” shall mean the following:

(a) When used in reference to a natural person, state his/her full name and present or last known business and home address, his/her present or last known position, title and specific business affiliation, and his/her position and specific business affiliation;

(b) When used in reference to any other entity, state the entity’s current or last known full business name and all previous registered and/or operational names, as well as the present or last known principal business address and telephone number;

(c) When used in reference to a Meeting or Communication or other act, transaction, event, occasion or instance, including an oral agreement, statement, recommendation or representation, state:

(i) its date and place of occurrence (or, if a telephone call is involved, so state and provide the location of all parties to such telephone call and identify the Person who initiated the telephone communication);

(ii) the identity of each Person participating therein, who each such Person participating therein represented or purported to represent, the nature and subject matter or any circumstances surrounding it, and the detailed substance of what transpired or was said; and

(iii) identify all documents, relating to, summarizing, recording,

reflecting, reporting or containing a reference to it, and state:

(iv) the purpose, content and substance of said Meeting or Communication.

(d) When used in reference to a Document, state:

(i) the author or any other Person who created or prepared the Document;

(ii) the date of the Document;

(iii) each addressee and copy addressee of the Document;

(iv) the subject matter of the Document;

(v) the present location of the Document and the name of the present custodian of the Document; and

(vi) Describe the form of such Document (*e.g.*, letter, memo, report), and the Document's document number.

24. "And" as well as "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of these Requests information or Documents which might otherwise be construed to be outside their scope.

25. "Each" shall be construed to include the word "every" and "every" shall be construed to include the word "each." "Any" shall be construed to include the word "all" and "all" shall be construed to include the word "any" whenever necessary to bring within the scope of these Requests information or Documents which might otherwise be outside their scope.

26. As used herein, the singular shall include the plural and the plural shall include the singular whenever necessary to bring within the scope of these Requests information or Documents which might otherwise be outside their scope.

27. As used herein, the masculine shall include the feminine and the feminine shall include the masculine whenever necessary to bring within the scope of these Requests information and Documents which might otherwise be outside their scope.

INSTRUCTIONS

1. Each Request for Documents seeks production of the Document in its entirety, without abbreviation, redaction or expurgation, including all attachments, exhibits, lists, schedules or other materials at any time affixed thereto.

2. To the extent that a Request calls for information in more detail than is currently available, respond to each such Request by providing all information responsive thereto, in whatever detail is available. A negative response to a Request will be understood to be a representation that You have no responsive information in any lesser detail.

3. You are requested to Identify all information and/or Documents which are in Your possession, custody or control, including, without limitation, all such information and/or Documents which are in the files (whether personal, business or any other files), in the possession, custody or control of any counsel, agent, employee and/or other Person acting or purporting to act in concert with You or on Your behalf, wherever located.

4. If any Request for information or Documents is deemed to call for the production of privileged materials, and such privilege is affirmatively asserted, a list of information or Documents so withheld is to be furnished: (a) Identifying the Person who prepared the information or Document and, if applicable, the Person(s) to whom the information or Document was sent or shown; (b) specifying the date on which the information or Document was prepared or transmitted; (c) Identifying the subject matter of the information or Document; (d) describing

the nature of the information or Document (*e.g.*, letter, telegram, etc.); (e) stating briefly the reasons the information or Document is claimed to be privileged or to constitute work product; and (f) stating the paragraph of this Request to which the information or Document Relates. If any information or Document is withheld because such information or Document is stored electronically, Identify the subject matter of the information and the place or places where such information is maintained.

5. If any portion of a Request is objected to herein, all portions of the Request which are not objected to must be produced.

6. If any information or Documents requested herein was formerly in Your possession, custody, or control and has been lost, destroyed or otherwise disposed of, You shall submit in lieu of any such information or Document a written statement: (a) describing in detail the nature of the information or Document and its contents; (b) Identifying the Person(s) who prepared or authored the information or Document and, if applicable, the Person(s) to whom the information or Document was sent or shown; (c) specifying the date on which the information or Document was prepared or transmitted; and (d) specifying, if possible, the date on which the information or Document was lost or destroyed and, if destroyed, the conditions of and reason(s) for such destruction and the Person(s) requesting and performing the destruction, their employer(s) and positions.

7. Information or Documents not otherwise responsive to these Requests are to be produced if such information or Documents are attached to, enclosed with, or electronically forwarded with, any information or Document that is responsive. Such attached or enclosed information and Documents include, but are not limited to, routing slips, transmittal memoranda or letters, comments, evaluations, E-mail messages, or similar Documents.

8. Each Request shall be deemed continuing so as to require supplemental responses if You obtain or discover additional information or Documents after the date of Your initial production.

9. Your response to each Request shall be set forth separately in writing. ***Each Document or set of Documents produced shall be labeled to correspond with the categories in the Request to which they respond.*** If, after a good faith, diligent search for the information and Documents requested herein, You conclude that there have never been any information or Documents in existence responsive to a particular Request, so state.

REQUESTS FOR PRODUCTION OF INFORMATION AND DOCUMENTS

GENERAL INFORMATION

REQUEST NO. 1: Explain in complete detail the proposed time schedule for, and conditions precedent to, consummation of the Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 2: Explain in complete detail the main purpose or purposes to be accomplished by the Proposed Acquisition (e.g., operating economics, service enhancements, improving financial viability, etc.). Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 3: Explain in complete detail the history and background of the Proposed Acquisition, including the nature and history of the negotiations between the parties and their consultants. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 4: Explain in complete detail the nature, amount and restrictions (if any) applicable to any new securities or other financial agreements to be implemented under the

Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 5: Explain in complete detail the estimated aggregate net amount of funds and the value of any securities or other property that will be deposited in charitable trusts or foundations in the event the Proposed Acquisition is consummated. Identify the source of the funds, and itemize each proposed deduction from the nominal or gross purchase price. If securities are to be included, explain whether or to what extent they will be subject to any restrictions, discuss the reasons for the restrictions and provide an analysis of the effects of the restrictions on the liquidity, risks, and value of the securities. If the securities are to be unregistered, describe the registration rights, if any, of holders of the securities. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 6: Produce corporate charts showing the pre-transaction and proposed post-transaction relationships among CareFirst and WellPoint and their affiliates and subsidiaries.

REQUEST NO. 7: Produce organizational charts showing the pre-transaction and proposed post-transaction identities of officers for CareFirst, WellPoint and each of their respective affiliates and subsidiaries.

REQUEST NO. 8: Produce a *proforma* balance sheet giving effect to the Proposed Acquisition, and a *proforma* income statement showing WellPoint's estimate of revenues, expenses and net income for at least each of the 3 years following consummation of the Proposed Acquisition.

REQUEST NO. 9: Produce statements showing CareFirst's and WellPoint's sources and application of funds for the current year and a forecast of sources and application of funds for each entity for the year following consummation of the Proposed Acquisition.

REQUEST NO. 10: Explain in complete detail the products offered by CareFirst and each of its subsidiaries, affiliates, and plans (specifically including GHMSI). Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 11: Explain in complete detail the enrollment history for each product offered by CareFirst and each of its subsidiaries, affiliates, and plans (specifically including GHMSI) including an aging analysis of the covered populations. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 12: Explain in complete detail the medical and combined loss ratio for each product offered by CareFirst and each of its subsidiaries, affiliates, and plans (specifically including GHMSI). Identify and produce each Document and Communication Related To this Request.

CORPORATE DOCUMENTS

REQUEST NO. 13: Produce the current and all former versions of the articles of incorporation for CareFirst and GHMSI.

REQUEST NO. 14: Produce the current by-laws for CareFirst and GHMSI.

REQUEST NO. 15: Produce the 1997 application (and all accompanying materials and exhibits) and each order Related To the creation of CareFirst and its holding company, including all applicable orders from the relevant regulators in the District of Columbia, Maryland, and Delaware.

REQUEST NO. 16: Produce CareFirst's and GHMSI's annual reports for each of the years 1996-2000.

REQUEST NO. 17: Identify and produce CareFirst's and GHMSI's 2001 year-end regulatory filings.

REQUEST NO. 18: Identify and produce each CareFirst filing made with the Securities and Exchange Commission, the District of Columbia, Maryland, and Delaware, and each other regulatory body Related To the Proposed Acquisition.

REQUEST NO. 19: Identify and produce each Communication with all federal and state regulators (regarding compliance, price increases, etc) Related To the Proposed Acquisition.

REQUEST NO. 20: Identify and produce CareFirst's and GHMSI's capital expenditure plans for 2002-2007.

REQUEST NO. 21: Identify and produce each Document and Communication Related To CareFirst's and GHMSI's capital expenditure plans for 2002-2007.

REQUEST NO. 22: Identify and produce CareFirst's and GHMSI's 2001 audit.

REQUEST NO. 23: Identify and produce each Document and Communication Related To CareFirst's and GHMSI's 2001 audit.

REQUEST NO. 24: Identify and produce each Document Related To the merger of the District of Columbia and Delaware subsidiaries with CareFirst.

REQUEST NO. 25:

Identify and produce copies of any separate asset allocations and/or valuations and any separate financial statements (including consolidating statements) of CareFirst's affiliates and subsidiaries, including GHMSI, prepared or performed in connection with, or following, regulatory approval of their affiliation or business combination, together with, in the case of any

valuation or allocation, and including all analyses of the sensitivity of the results to changes in assumptions. Include all materials and Documents provided to the Maryland Insurance Commissioner in response to paragraph 5 of the order of the Maryland Insurance Commissioner dated December 23, 1997, *In the Matter of the Proposed Business Affiliation of Blue Cross and Blue Shield of Maryland and Group Hospital and Medical Services, Inc.*, Case No. MIA-240-12/97.

REQUEST NO. 26: Identify and produce the audited, consolidated financial statements for CareFirst and each of its subsidiaries, affiliates and plans (specifically including GHMSI) for the last three years.

REQUEST NO. 27: Identify and produce each Document and Communication Related To the audited, consolidated financial statements for CareFirst and each of its subsidiaries, affiliates and plans (specifically including GHMSI) for the last three years, including each draft and working paper.

REQUEST NO. 28: Identify and produce the audited, consolidated financial statements for CareFirst and each of its subsidiaries, affiliates, and plans (specifically including GHMSI) for the current year including any year to year comparison and any variation from what was budgeted.

REQUEST NO. 29: Identify and produce each Document and Communication Related To the audited, consolidated financial statements for CareFirst and each of its subsidiaries, affiliates, and plans (specifically including GHMSI) for the current year including any year to year comparison and any variation from what was budgeted, including each draft and working paper.

REQUEST NO. 30: Identify and produce each Document Related To the legal authority of CareFirst and/or GHMSI to enter into the Proposed Acquisition.

RETENTION OF CONSULTANTS/FINANCIAL ADVISORS

REQUEST NO. 31: Identify each of CareFirst's and/or GHMSI's consultants and financial advisers employed in connection with the Proposed Acquisition and explain in complete detail whether these consultants and advisers acted independently of CareFirst and/or GHMSI.

Identify and Produce each Document and Communication Related To this Request.

REQUEST NO. 32: Identify and produce each engagement letter, retainer agreement and/or other agreement between Accenture and CareFirst and/or GHMSI.

REQUEST NO. 33: Identify and produce each Document Related To the engagement or retention of Accenture, specifically including each Document that Relates To the terms, and negotiation of the terms, of each engagement or retention.

REQUEST NO. 34: If there was more than one engagement letter, retainer agreement and/or other agreement between Accenture and CareFirst and/or GHMSI, explain in complete detail why that was so. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 35: Explain in complete detail what Accenture was retained to do for CareFirst and/or GHMSI for each such retention. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 36: Explain in complete detail how much CareFirst and/or GHMSI paid Accenture for its services, specifically including how much Accenture was paid for each project or phase of the engagement and when Accenture was to be paid for each project or phase of the engagement. Identify and produce each Document and Communication Related To this Request, including each bill and timesheet.

REQUEST NO. 37: Explain in complete detail what options for payment of Accenture were considered but rejected. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 38: Identify and produce each engagement letter, retainer agreement and/or other agreement between CSFB and CareFirst and/or GHMSI.

REQUEST NO. 39: Identify and produce each Document Related To the engagement or retention of CSFB, specifically including each Document that Relates To the terms, and negotiation of the terms, of each engagement or retention.

REQUEST NO. 40: If there was more than one engagement letter, retainer agreement and/or other agreement between CSFB and CareFirst and/or GHMSI, explain in complete detail why that was so. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 41: Explain in complete detail what CSFB was retained to do for CareFirst and/or GHMSI for each such retention. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 42: Explain in complete detail how much CareFirst and/or GHMSI paid CSFB for its services, specifically including how much CSFB was paid for each project or phase of the engagement and when CSFB was to be paid for each project or phase of the engagement. Identify and produce each Document and Communication Related To this Request, including each bill and timesheet.

REQUEST NO. 43: Explain in complete detail what options for payment of CSFB were considered but rejected. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 44: Explain in complete detail whether Accenture's or CSFB's compensation is in any way contingent upon the consummation of the Proposed Acquisition. If so, explain how the consummation of the Proposed Acquisition affects Accenture's and/or CSFB's compensation. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 45: Explain in complete detail whether other consultants were retained by CareFirst and/or GHMSI to provide services Related To the Proposed Acquisition? If so, Identify who was retained, what services were provided, and how much they were paid for each project. Identify and produce each Document and Communication Related To this Request.

THE CONSULTANTS' REPORTS

REQUEST NO. 46: For each of CareFirst's and/or GHMSI's consultants and independent financial advisers employed in connection with the Proposed Acquisition, Identify and produce copies of each of the advisers' valuation and other analyses and fairness opinions that were presented or otherwise made available to CareFirst and/or GHMSI or their Board of Directors in connection with their consideration of the Proposed Acquisition. Responsive Documents include the underlying data, a detailed statement of all assumptions used in each such analyses, and all analyses of the sensitivity of the results to changes in assumptions.

ACCENTURE'S REPORTS

REQUEST NO. 47: Identify and produce each draft and final report submitted by Accenture to CareFirst and/or GHMSI, specifically including each draft of the Accenture Community Impact Analysis Report and the Accenture Case for Change Report.

REQUEST NO. 48: Identify and produce each Document and Communication Related To the Accenture Community Impact Analysis Report and the Accenture Case for Change Report.

REQUEST NO. 49: Identify and produce each Document reviewed and/or relied upon by Accenture in its preparation of the Accenture Community Impact Analysis Report and the Accenture Case for Change Report.

REQUEST NO. 50: Identify and produce each Document produced by CareFirst and/or GHMSI to Accenture Related to the Proposed Acquisition, the Accenture Community Impact Analysis Report, and the Accenture Case for Change Report.

REQUEST NO. 51: Identify and produce each Communication Related To the retention of Accenture, the Proposed Acquisition, the Accenture Community Impact Analysis Report, and the Accenture Case for Change Report.

REQUEST NO. 52: Identify and produce each Communication between CareFirst and/or GHMSI and Accenture Related To the retention of Accenture, the Proposed Acquisition, the Accenture Community Impact Analysis Report, and the Accenture Case for Change Report.

REQUEST NO. 53: Explain in complete detail what instructions and/or guidance CareFirst and/or GHMSI or their counsel gave Accenture with respect to preparation of the Accenture Community Impact Analysis Report. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 54: Explain in complete detail what instructions and/or guidance CareFirst and/or GHMSI or their counsel gave Accenture with respect to preparation of the Accenture Case for Change Report. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 55: Explain in complete detail what instructions and/or guidance CareFirst and/or GHMSI or their counsel gave Accenture with respect to each other project Accenture was

to perform for CareFirst and/or GHMSI. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 56: Explain in complete detail what instructions and/or guidance any other Person gave Accenture with respect to preparation of the Accenture Community Impact Analysis Report, the Accenture Case for Change Report, and each other project Accenture was to perform for CareFirst and/or GHMSI. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 57: Explain in complete detail what limitations, if any, were placed on Accenture with respect to preparation of the Accenture Community Impact Analysis Report. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 58: Explain in complete detail what limitations, if any, were placed on Accenture with respect to preparation of the Accenture Case for Change Report. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 59: Explain in complete detail what limitations, if any, were placed on Accenture with respect to each other project Accenture was to perform for CareFirst and/or GHMSI. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 60: Identify and produce each projection or forecast of net profit margins created by Accenture, CareFirst and/or GHMSI for the next five years, including all supporting data used to prepare each such projection or forecast.

REQUEST NO. 61: Identify and produce each Document Related To membership growth information for 1998 through the present and each projection or forecast of membership growth information created by Accenture, CareFirst and/or GHMSI through 2003, including all supporting data used to prepare each such projection or forecast.

REQUEST NO. 62: Identify and produce each Document Related To Accenture’s conclusion that CareFirst “would benefit from a substantial increase in scale and capital access” as discussed at page 10 of the Accenture Community Impact Analysis Report, including each working paper, analysis and supporting Document.

REQUEST NO. 63: Identify and produce each working paper, analysis, and other Document Related To Accenture’s or CareFirst’s and/or GHMSI’s calculation of current market share and projected market share for CareFirst and each of its affiliates and subsidiaries for 1998-2003.

REQUEST NO. 64: Identify and produce each Document (including each analysis) and Communication Related To the effect of the Proposed Acquisition on physicians, hospitals, consumers/members, medical loss ratios and prices.

REQUEST NO. 65: Explain in complete detail whether Accenture, CareFirst and/or GHMSI considered the experience of WellPoint Conversions other than in California and Georgia. If not, explain why not. If so, Identify and produce each Document Related to WellPoint’s experience in other jurisdictions, including all workpapers, analyses, and supporting Documents.

REQUEST NO. 66: Identify and produce each Communication, and each Document Related To each Communication, between Wellpoint, CareFirst, and/or GHMSI on the one hand and physicians, hospitals, members, and/or employers in the District of Columbia area on the other hand, including interview summaries, notes, and any tape recordings of each such Communication.

REQUEST NO. 67: Explain in complete detail what the District of Columbia “open enrollment” program is and how this program would be affected by the Proposed Acquisition.

Identify and produce each Document and Communication Related To this Request, including each analysis and Communication Related To this Request.

REQUEST NO. 68: Identify and explain in complete detail what transpired at each Meeting involving CareFirst and/or GHMSI Related To the District of Columbia’s “open enrollment” program and how this program would be affected by the Proposed Acquisition.

Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 69: Identify and produce each Document and Communication Related To Accenture’s conclusion that “[a] change in corporate form would require CareFirst to introduce more stringent financial discipline in order to ensure more predictable, stable earnings, in response to shareholder demands” as discussed at page 14 of the Accenture Community Impact Analysis Report, including each working paper, analysis and supporting data.

REQUEST NO. 70: Identify and explain in complete detail what transpired at each Meeting Related To Accenture’s conclusion that “[a] change in corporate form would require CareFirst to introduce more stringent financial discipline in order to ensure more predictable, stable earnings, in response to shareholder demands” as discussed at page 14 of the Accenture Community Impact Analysis Report. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 71: Identify and produce each Document Related To Accenture’s projection of the future number of uninsured in the District of Columbia as discussed at page 18 of the Accenture Community Impact Analysis Report, including each working paper, analysis and supporting data and Documents.

REQUEST NO. 72: Identify and produce each Document Related To WellPoint’s use of market share to negotiate more favorable terms (*i.e.* more onerous to providers) when it obtains

increased market share as discussed at page 22 of the Accenture Community Impact Analysis Report, including each working paper, analysis and supporting data and Documents.

REQUEST NO. 73: Explain in complete detail whether Accenture, CareFirst and/or GHMSI analyzed or considered the impact on providers from the California and Georgia Conversions from non-profit to for-profit status, including whether Accenture, CareFirst and/or GHMSI compared reimbursement rates pre-Conversion versus post-Conversion. If not, explain why not. If so, explain in complete detail Accenture's, CareFirst's and/or GHMSI's findings. Identify and produce each Document and Communication Related To this Request, including any industry data considered.

REQUEST NO. 74: Explain in complete detail whether Accenture, CareFirst and/or GHMSI analyzed or considered any increase in any WellPoint market share as a result of the consummation of the Proposed Acquisition. If not, explain why not. If so, explain in complete detail Accenture's, CareFirst's and/or GHMSI's findings. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 75: Explain in complete detail whether Accenture, CareFirst and/or GHMSI analyzed or considered the price effects of the Conversion. If not, explain why not. If so, explain in complete detail Accenture's, CareFirst's and/or GHMSI's findings. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 76: Explain in complete detail whether Accenture, CareFirst and/or GHMSI analyzed or considered the change in negotiating balance for the District of Columbia area between WellPoint and the hospitals. If not, explain why not. If so, explain in complete detail Accenture's, CareFirst's and/or GHMSI's findings. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 77: Explain in complete detail whether Accenture, CareFirst and/or GHMSI analyzed or considered the change in negotiating balance for the District of Columbia area between any health insurer(s) and any hospital(s) and between any health insurer(s) and any physician(s). If not, explain why not. If so, explain in complete detail Accenture's, CareFirst's and/or GHMSI's findings. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 78: Explain in complete detail whether Accenture, CareFirst and/or GHMSI analyzed or considered WellPoint's modification of medical management practices and policies post-Conversion in any jurisdiction as discussed at page 24 of the Accenture Community Impact Analysis Report. If not, explain why not. If so, explain in complete detail Accenture's, CareFirst's and/or GHMSI's findings. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 79: Explain in complete detail whether Accenture, CareFirst and/or GHMSI analyzed or considered the likelihood of a premium increase resulting from the Conversion of CareFirst and/or GHMSI. If not, explain why not. If so, explain in complete detail Accenture's, CareFirst's, and/or GHMSI's findings. Identify and produce each Document and Communication Related To this Request.

PUBLIC INTEREST IMPACTS OF THE PROPOSED ACQUISITION

REQUEST NO. 80: Explain in complete detail the effects on competition, including a discussion of whether, as a result of the Proposed Acquisition, there is likely to be any lessening of or increase in competition in CareFirst's and/or GHMSI's health care markets. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 81: Explain in complete detail any financial benefits to be realized through operating economies or increases in net earnings and/or revenues as a result of consummation of the Proposed Acquisition. Explain how these financial benefits will benefit health insurance subscribers or HMO members in the District of Columbia and the National Capital Area. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 82: Explain in complete detail whether CareFirst, GHMSI, Accenture, or any other Person conducted an analysis of the effects of the Proposed Acquisition on the availability and affordability of health insurance and health care in the District of Columbia and the National Capital Area. If not, explain why not. If so, produce each Document and Communication Related To each such analysis including the underlying data and any discussion of the implications of that data and WellPoint's post-transaction investment, operating and product and marketing plans.

REQUEST NO. 83: Explain in complete detail the effects of the Proposed Acquisition on health care providers, by relevant category (e.g., hospitals, doctors, laboratories), including proposed, planned, or likely changes in compensation or in any other material elements of existing contracts between providers and CareFirst and/or GHMSI or in the administration of each such contractual relationship. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 84: Explain in complete detail the effects of the Proposed Acquisition on CareFirst's and/or GHMSI's open enrollment program, including its continued compliance with paragraph 16 of the District of Columbia DISR Order dated December 23, 1997, In Re: Group Hospitalization and Medical Services, Inc. (A-HC-097-01). Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 85: Explain in complete detail the effects of the Proposed Acquisition on any other existing CareFirst and/or GHMSI service or insurance product that is below cost, not profitable, or not sufficiently profitable in comparison with other services or products that CareFirst and/or GHMSI offers or would otherwise offer, according to actuarial and other criteria that CareFirst and/or GHMSI apply in determining whether to initiate, maintain, alter or terminate their other services or insurance products, or that are applied generally in the health insurance industry. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 86: Identify each CareFirst and/or GHMSI service and insurance product that CareFirst and/or GHMSI discontinued within the past five years, or for which they increased the premiums, limited benefits, increased the underwriting requirements, or otherwise made it more difficult to qualify for coverage. Explain in complete detail why CareFirst and/or GHMSI took such action. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 87: Explain in complete detail the product and service offerings, practices and policies through which CareFirst and GHMSI have fulfilled the requirement in the GHMSI charter that it be operated as a “charitable and benevolent institution,” and explain how those product and service offerings, practices and policies have differed from those of a for-profit health insurer. Explain the effects of the Proposed Acquisition on each of these product and service offerings, practices and policies. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 88: Explain in complete detail the effects of the Proposed Acquisition on employees of CareFirst and/or GHMSI by relevant category (e.g., officers, managers,

professionals, office workers), the geographic points in the region where any such effects will occur, and explain whether any individual or collective employee job protection or other post-transaction arrangements have been made with any employees or groups of employees of CareFirst or any of its subsidiaries and affiliates. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 89: Explain in complete detail the effects of the proposed Acquisition on CareFirst's and/or GHMSI's charitable activities in the District of Columbia and the National Capital Area. Identify and produce each Document and Communication Related To this Request.

CSFB'S FAIRNESS OPINION AND PRESENTATION

REQUEST NO. 90: Produce each draft and final report submitted by CSFB to CareFirst or otherwise made available for review if not submitted, specifically including each draft of the CSFB Fairness Opinion and CSFB Fairness Presentation.

REQUEST NO. 91: Identify and produce each Document Related To the CSFB Fairness Opinion and CSFB Fairness Presentation.

REQUEST NO. 92: Identify and produce each Document reviewed and/or relied upon by CSFB in its preparation of the CSFB Fairness Opinion and CSFB Fairness Presentation.

REQUEST NO. 93: Identify and produce each Document produced by CareFirst and/or GHMSI to CSFB Related to the retention of CSFB, the Proposed Acquisition, the CSFB Fairness Opinion, and the CSFB Fairness Presentation.

REQUEST NO. 94: Identify and produce each Communication Related To the retention of CSFB, the Proposed Acquisition, the CSFB Fairness Opinion, and the CSFB Fairness Presentation.

REQUEST NO. 95: Identify and produce each Communication between CareFirst and/or GHMSI and CSFB Related To the retention of CSFB, the Proposed Acquisition, the CSFB Fairness Opinion, and the CSFB Fairness Presentation.

REQUEST NO. 96: Explain in complete detail what instructions and/or guidance CareFirst and/or GHMSI or their counsel gave CSFB with respect to preparation of the CSFB Fairness Opinion. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 97: Explain in complete detail what instructions and/or guidance CareFirst and/or GHMSI or their counsel gave CSFB with respect to each other project CSFB was to perform for CareFirst and/or GHMSI. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 98: Explain in complete detail what instructions and/or guidance any other Person gave CSFB with respect to the CSFB Fairness Opinion, the CSFB Fairness Presentation, and each other project that CSFB was to perform for CareFirst and/or GHMSI. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 99: Explain in complete detail what limitations, if any, were placed on CSFB with respect to preparation of the CSFB Fairness Opinion. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 100: Explain in complete detail what limitations, if any, were placed on CSFB with respect to each other project that CSFB was to perform for CareFirst and/or GHMSI. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 101: Explain in complete detail what information CareFirst and/or GHMSI and their management provided to CSFB. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 102: At page two of its Fairness Opinion, CSFB states that “we have not been requested to make, and have not made, an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of the Company [CareFirst] or the Acquiror [WellPoint], nor have we been furnished with any such evaluations or appraisals.” Explain in complete detail why CareFirst and/or GHMSI did not provide CSFB with such evaluations and appraisals and whether CareFirst and/or GHMSI conducted or had conducted an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of CareFirst and WellPoint. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 103: Explain in complete detail what CareFirst and/or GHMSI told CSFB that it could assume for purposes of preparing CSFB’s Fairness Opinion and Fairness Presentation. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 104: Explain in complete detail whether CareFirst and/or GHMSI sought or obtained other fairness opinions or other opinions of value (other than the CSFB Fairness Opinion). If not, explain why not. If so, explain whether such opinions were relied upon. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 105: Produce each other (other than the CSFB Fairness Opinion) fairness opinion that CareFirst or CSFB reviewed, considered, and/or relied upon.

HISTORICAL FINANCIAL PERFORMANCE AND FUTURE PROSPECTS

REQUEST NO. 106: With respect to CSFB’s evaluation of CareFirst’s “historical financial performance” discussed at page 2 of CSFB’s Fairness Presentation, Identify and produce each Document CareFirst or any other Person produced to CSFB and any materials or Documents generated by CSFB.

REQUEST NO. 107: With respect to CSFB's evaluation of CareFirst's "future prospects" discussed at page 2 of CSFB's Fairness Presentation, Identify and produce each Document CareFirst and/or GHMSI or any other Person produced to CSFB and any materials or Documents generated by CSFB, specifically including all business projection data, assumptions for CareFirst and each of its affiliates and subsidiaries (separately, if available), projected earnings and revenue, and projections regarding market share, subscriber base, profit margins, and the like.

REQUEST NO. 108: Identify and produce each Document reviewed or used by CSFB or CareFirst and/or GHMSI to project earnings and revenue for CareFirst and each of its affiliates and subsidiaries for 2001 and 2002.

REQUEST NO. 109: Identify and explain in complete detail the projected earnings and revenue for CareFirst and each of its affiliates and subsidiaries for 2001 and 2002, addressing each entity separately. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 110: Explain in complete detail whether CSFB, CareFirst and/or GHMSI did any independent analysis of projected earnings and revenue for CareFirst and each of its affiliates and subsidiaries for 2001 and 2002. If not, explain why not. If so, Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 111: Explain in complete detail whether any other Person did an analysis of projected earnings and revenue for CareFirst and each of its affiliates and subsidiaries for 2001 and 2002. If so, Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 112: Identify and produce each Document that Relates To the relative growth and/or profitability of GHMSI and its affiliates vis a vis CareFirst's Maryland and Delaware subsidiaries.

REQUEST NO. 113: Explain in complete detail whether CSFB, CareFirst and/or GHMSI considered the relative growth and/or profitability of GHMSI and its affiliates vis a vis CareFirst's Maryland and Delaware subsidiaries. If not, explain why not. If so, explain the findings and Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 114: With respect to CSFB's evaluation of CareFirst's "future prospects" discussed at page 2 of CSFB's Fairness Presentation, explain in complete detail whether CSFB, CareFirst and/or GHMSI considered strategic decisions by CareFirst to shrink its market in Maryland (due to unprofitable lines of business) and/or to expand its market in the District of Columbia. Identify and produce each Document and Communication Related To this Request.

VALUE

REQUEST NO. 115: Identify and produce each Document reviewed or used by CareFirst , GHMSI or CSFB to determine the value of CareFirst.

REQUEST NO. 116: Identify and produce each Document reviewed or used by CareFirst, GHMSI or CSFB to determine the value of GHMSI.

REQUEST NO. 117: Identify and produce each Document reviewed or used by CareFirst, GHMSI or CSFB to determine the value of CareFirst's Maryland and Delaware subsidiaries.

REQUEST NO. 118: Identify the value of each of CareFirst's District of Columbia, Maryland, and Delaware subsidiaries and explain in complete detail how You reached each determination. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 119: Identify and produce each analysis Relating To CareFirst's and/or GHMSI's value and liquidity.

REQUEST NO. 120: Explain in complete detail whether CareFirst, GHMSI and/or CSFB considered data relating to publicly traded companies in determining the value of CareFirst and its affiliates and subsidiaries. If not, explain why this data was not considered. If so, explain how CareFirst, GHMSI and/or CSFB selected public companies for comparison and excluded public companies for comparison. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 121: Identify and produce each Document Related To CareFirst's, GHMSI's and/or CSFB's consideration of public traded company data in determining the value of CareFirst and its affiliates and subsidiaries, including all data/analysis, working papers, etc.

REQUEST NO. 122: Explain in complete detail whether CareFirst, GHMSI and/or CSFB considered other transactions involving the conversion/merger of not for profit health insurance entities in determining the value of CareFirst and its affiliates and subsidiaries. If not, explain why this data was not considered. If so, explain how CareFirst, GHMSI and/or CSFB selected companies for comparison and excluded companies for comparison. Identify and produce each Document and Communication Related To this Request, including a list of transactions that were determined to be comparable and those that were determined not to be comparable, all data/analysis, working papers, etc.

REQUEST NO. 123: Explain in complete detail whether CSFB, CareFirst and/or GHMSI considered or prepared an analysis Related To the reserve fund, including its present value, its projected growth rate (and Identify which CareFirst affiliates are contributing to its growth), its estimated balance at year end of 2002 and 2003, and the statutory minimum required by DISR.

If not, explain why not. If so, Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 124: Explain in complete detail whether CSFB, CareFirst and/or GHMSI considered or prepared an analysis Related To CareFirst's subscriber base, including models for growth on a company-wide basis and broken down by CareFirst's subsidiaries and affiliated entities (particularly GHMSI and its affiliates). If not, explain why not. If so, Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 125: Explain in complete detail whether CSFB, CareFirst and/or GHMSI considered or prepared an analysis Related To current market penetration by CareFirst and its subsidiaries and affiliates, the cost/value to a third party to obtain such market penetration from start-up (as distinguished from acquisition), and the potential premium for purchase of this level of market penetration/market share. If not, explain why not. If so, Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 126: Explain in complete detail whether CSFB, CareFirst, and/or GHMSI considered or prepared an analysis Related To profitability of specific lines of business (including by geographic location) and an analysis of profitability (current and projected) of specific affiliates. If not, explain why not. If so, Identify and Produce each Document and Communication Related to this Request.

REQUEST NO. 127: Explain in complete detail whether CSFB, CareFirst and/or GHMSI considered or prepared an analysis Related To the discount applied to value for any reason, including the risk of regulatory disapprovals, delays, etc. If not, explain why not. If so, Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 128: Explain in complete detail whether CareFirst and/or GHMSI considered Anthem's pending proposal to acquire Trigon in determining whether to go forward with the Proposed Acquisition. If not, explain why not. If so, Identify and produce each Document and Communication Related To this Request.

REVIEW OF ACCENTURE'S CASE FOR CHANGE REPORT AND THE STRATEGIC PLAN FOR CHANGE

REQUEST NO. 129: Identify and produce each Document (including all CSFB's work product) Related To CSFB's review and confirmation of Accenture's Case for Change Report and the Strategic Plan for Change adopted by CareFirst, as discussed at page 2 of CSFB's Fairness Presentation.

REQUEST NO. 130: Explain in complete detail how CSFB, CareFirst and/or GHMSI confirmed Accenture's Case for Change Report and the Strategic Plan for Change adopted by CareFirst, as discussed at page 2 of CSFB's Fairness Presentation, and explain whether CSFB, CareFirst and/or GHMSI disagreed with any findings made in either of these Documents. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 131: With respect to CSFB's review and confirmation of Accenture's Case for Change Report and the Strategic Plan for Change adopted by CareFirst, as discussed at page 2 of CSFB's Fairness Presentation, explain in complete detail whether this review and confirmation was part of CSFB's engagement to prepare its Fairness Opinion and/or Fairness Presentation or whether this review and confirmation was Related To a separate engagement. Identify and produce each Document and Communication Related To this Request.

IDENTIFICATION AND ANALYSIS OF STRATEGIC ALTERNATIVES

REQUEST NO. 132: Explain in complete detail whether CSFB, CareFirst and/or GHMSI sought other acquisition proposals or considered other strategic alternatives, including whether they authorized their independent financial adviser(s) to seek other offers to acquire or merge with CareFirst and/or GHMSI. If CareFirst and/or GHMSI did not so authorize their independent financial adviser(s), explain why not. If CareFirst and/or GHMSI did so authorize, explain whether the independent financial adviser(s) presented any other strategic alternatives for CareFirst's and/or GHMSI's consideration, and why CareFirst and/or GHMSI did not enter into any of the other strategic alternatives. State as to each such other alternative whether CareFirst and/or GHMSI discussed or conducted any negotiation with the other party. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 133: Identify and produce each Document and Communication Related to CSFB's identification and analysis of strategic alternatives available to CareFirst, as discussed at page 2 of CSFB's Fairness Presentation.

REQUEST NO. 134: With respect to CSFB's identification and analysis of strategic alternatives available to CareFirst and/or GHMSI, explain in complete detail each strategic alternative considered and explain why each other strategic alternative (other than the Proposed Acquisition) was not pursued. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 135: With respect to CSFB's identification and analysis of strategic alternatives available to CareFirst and/or GHMSI, explain in complete detail whether CareFirst, GHMSI or any other Person restricted or prohibited CSFB from considering or pursuing any

available alternative. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 136: With respect to CSFB's identification and analysis of strategic alternatives available to CareFirst and/or GHMSI, explain in complete detail whether any of the strategic alternatives considered involved splitting CareFirst apart and selling off any of its subsidiaries (*i.e.*, selling off GHMSI and its DC affiliates). If such an alternative was considered, explain in complete detail why it was not pursued. If such an alternative was not considered, explain in complete detail why not. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 137: With respect to CSFB's identification and analysis of strategic alternatives available to CareFirst and/or GHMSI, explain in complete detail whether any of the strategic alternatives considered involved acquisition of another non-profit entity (other than CareFirst) or the sale or transfer of control to another non-profit entity. If such an alternative was considered, explain in complete detail why it was not pursued. If such an alternative was not considered, explain in complete detail why not and specifically address whether CareFirst and/or GHMSI precluded consideration of such an alternative. Identify and produce each Document and Communication Related To this Request.

IDENTIFICATION AND REVIEW OF POTENTIAL STRATEGIC PARTNERS

REQUEST NO. 138: Identify and produce each Document Related To CSFB's, CareFirst's and/or GHMSI's identification and review of potential strategic partners, as discussed at page 2 of CSFB's Fairness Presentation.

REQUEST NO. 139: Identify and produce each Communication between CareFirst and/or GHMSI and CSFB Related To CSFB's, CareFirst's and/or GHMSI's identification and review of potential strategic partners, as discussed at page 2 of CSFB's Fairness Presentation.

REQUEST NO. 140: Identify and produce each Communication with any other Person Related To CSFB's, CareFirst's and/or GHMSI's identification and review of potential strategic partners, as discussed at page 2 of CSFB's Fairness Presentation.

REQUEST NO. 141: With respect to CSFB's, CareFirst's and/or GHMSI's identification and review of potential strategic partners, explain in complete detail each potential partner considered and explain why each other potential partner (other than WellPoint) was rejected. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 142: With respect to CSFB's, CareFirst's and/or GHMSI's identification and review of potential strategic partners, explain in complete detail whether CareFirst, GHMSI or any other Person restricted or prohibited CSFB from considering or pursuing any potential partner. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 143: Explain in complete detail what instructions and/or guidance CareFirst and/or GHMSI or their counsel gave CSFB with respect to CSFB's identification and review of potential strategic partners. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 144: Explain in complete detail what instructions and/or guidance any other Person gave CSFB with respect to CSFB's identification and review of potential strategic partners. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 145: Explain in complete detail what limitations, if any, Carefirst and/or GHMSI placed on CSFB with respect to CSFB's identification and review of potential strategic partners. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 146: Explain in complete detail what limitations, if any, any other Person placed on CSFB with respect to CSFB's identification and review of potential strategic partners. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 147: Explain in complete detail whether CSFB sought out and/or considered all potential strategic partners. If CSFB did not seek out and/or consider all potential strategic partners, explain in complete detail why not. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 148: Explain in complete detail what the criterion or standards were for any bid or offer to purchase or acquire CareFirst and/or GHMSI. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 149: Explain in complete detail whether CareFirst, GHMSI and/or CSFB considered Anthem as a potential strategic partner and, if not, why not. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 150: Explain in complete detail why CareFirst, GHMSI and/or CSFB rejected Anthem as a potential strategic partner. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 151: Explain in complete detail the terms of Anthem's offer to purchase CareFirst and/or its District of Columbia, Maryland and Delaware subsidiaries. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 152: Explain in complete detail each negotiation with and the terms of each offer made by each potential strategic partner. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 153: Explain in complete detail the entire history of negotiations and/or discussions with each potential strategic partner, including the terms of all proposals, counter-proposals and internal evaluations of such by CSFB, CareFirst and/or GHMSI. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 154: Produce each Document Related To and any other potential partner or acquiror that was not provided the Request For Proposal materials or otherwise not considered or invited to participate as a potential strategic partner. Identify and produce each Document and Communication Related To this Request.

CSFB’S PROCESS REVIEW

REQUEST NO. 155: Identify and explain in complete detail what the terms “Senior Management”, “Strategic Planning Committee”, “Board of Directors”, “Finance Committee”, “Chesapeake”, “Highmark”, “Atlantic”, “Pacific”, and “PMRW” stand for and explain how each of these entities are Related To the Proposed Acquisition.

REQUEST NO. 156: Identify and produce each Document and Communication Related to the “Process Review” discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 157: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and “Senior Management”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 158: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and the “Strategic Planning Committee”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 159: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and the “Board of Directors”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 160: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and the “Finance Committee”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 161: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and “Chesapeake” or “Chesapeake CEO”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 162: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and “Highmark”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 163: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and “Atlantic” and/or “Atlantic Senior Management”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 164: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and “Pacific” and/or “Pacific Senior Management”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 165: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and “PMRW”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 166: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and “Bank of America”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 167: Identify and produce each Document (including all minutes and notes) and Communication Related To each Meeting between CSFB and “Bear Stearns”, as discussed at pages 4-9 of CSFB’s Fairness Presentation.

REQUEST NO. 168: Identify and produce each Document (including all minutes and notes) and Communication Related To each other Meeting regarding the Proposed Acquisition.

REQUEST NO. 169: Identify and produce each Document Related To each Meeting, Communication, or proposal with Highmark.

REQUEST NO. 170: Identify and produce each Document Related To each Meeting, Communication, or proposal with Atlantic.

REQUEST NO. 171: Identify and produce each Document Related To each Meeting, Communication, or proposal with Pacific.

REQUEST NO. 172: Identify and produce each Communication with Highmark, Atlantic, and/or Pacific.

REQUEST NO. 173: Identify and produce each Communication with PMRW, Bank of America, and/or Bear Stearns.

SUBORDINATED NOTE ISSUE

REQUEST NO. 174: Produce each Document Related To the issuance of subordinated notes as part of the consideration of the Proposed Acquisition.

REQUEST NO. 175: Explain in complete detail whether CareFirst and/or CSFB conducted or prepared an analysis of the discount rate that would be applied to the subordinated notes. If not, explain why not. If so, Identify and produce each Document and Communication Related To this Request.

DUE DILIGENCE BY CAREFIRST'S AND GHMSI'S BOARDS OF DIRECTORS

REQUEST NO. 176: Identify and produce each Document that Relates To CareFirst's and/or GHMSI's Board of Directors' consideration and approval of the Proposed Acquisition.

REQUEST NO. 177: Identify and produce each Document that CareFirst's and/or GHMSI's Board of Directors reviewed in considering whether to approve the Proposed Acquisition.

REQUEST NO. 178: Identify and produce each Document that CareFirst's and/or GHMSI's Board of Directors relied upon in considering whether to approve the Proposed Acquisition.

REQUEST NO. 179: Identify and produce each report and/or recommendation that CareFirst's and/or GHMSI's Board of Directors reviewed in considering whether to approve the Proposed Acquisition.

REQUEST NO. 180: Identify and produce the minutes for each meeting of CareFirst's and/or GHMSI's Board of Directors (or any committee thereof) where the Proposed Acquisition was discussed, considered, and/or approved.

REQUEST NO. 181: Identify and produce the minutes for each meeting of CareFirst's and/or GHMSI's Board of Directors (or any committee thereof) that Relate To the decision to seek a strategic partner, the decision as to which entities to approach, the decision as to enter into

negotiations with a specific entity, and the decision to decline to consider an entity as a strategic partner.

REQUEST NO. 182: Explain in complete detail the terms of the Anthem proposal and why CareFirst's and/or GHMSI's Board of Directors decided not to accept it and/or not to negotiate with Anthem. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 183: Identify and produce each Document and Communication that Relates To other Persons that expressed an interest in merging with or acquiring CareFirst and/or GHMSI.

REQUEST NO. 184: For CareFirst and each of its subsidiaries, affiliates, and plans (specifically including GHMSI), explain in complete detail what market data was considered by CareFirst, GHMSI, their Boards, CSFB, Accenture, or any other Person. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 185: For CareFirst and each of its subsidiaries, affiliates, and plans (specifically including GHMSI), explain in complete detail what market share data (including data concerning key competitors) was considered by CareFirst, GHMSI, their Boards, CSFB, Accenture, and any other Person. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 186: Explain in complete detail whether there are any provider agreements that may limit pricing flexibility or referral flow. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 187: Explain in complete detail whether there are any regulatory constraints on pricing, enrollment, etc. that may limit pricing flexibility or referral flow. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 188: Explain in complete detail whether any Person has a right of first refusal. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 189: Explain in complete detail the IBNR calculation, existing reserves, and history of year end adjustments for CareFirst and each of its subsidiaries, affiliates, and plans. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 190: Identify each Person who received and each Person who responded to the Request For Proposal.

REQUEST NO. 191: Identify and produce each response to the Request For Proposal.

REQUEST NO. 192: Identify and produce each Document and Communication Related To each response to the Request For Proposal.

REQUEST NO. 193: Produce all Board minutes Related To the evaluation of each bid or offer for CareFirst and any of its subsidiaries, affiliates, or plans.

REQUEST NO. 194: Produce each management presentation Related To the Proposed Acquisition and Request For Proposal process made to CareFirst, GHMSI, and any of their subsidiaries, affiliates, and plans' Boards of Directors.

REQUEST NO. 195: Identify and produce each Document and Communication Related To the Proposed Acquisition and Request For Proposal process made to CareFirst, GHMSI, and any of their subsidiaries, affiliates, and plans' Boards of Directors.

REQUEST NO. 196: Identify each Person that CareFirst and/or GHMSI or their Boards of Directors consulted with in considering whether to approve the Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 197: For each Person that CareFirst's and/or GHMSI's Boards of Directors consulted with in considering whether to approve the Proposed Acquisition, explain in complete detail what each Person told CareFirst, GHMSI and/or their Boards of Directors. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 198: Identify each member of CareFirst's and GHMSI's Boards of Directors and for each such Boardmember explain whether he/she voted in favor of the Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 199: For each Carefirst or GHMSI Boardmember that voted on the Proposed Acquisition, explain in complete detail the reason(s) for his/her decision. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 200: Explain in complete detail what steps CareFirst and/or GHMSI took to insure that the information and documents it provided to CSFB, Accenture and any other consultant or Person were complete and accurate. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 201: Explain in complete detail the reason(s) for CareFirst's and/or GHMSI's Boards of Directors' approval of the Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 202: Explain in complete detail what CareFirst's and/or GHMSI's Boards of Directors considered in approving Section 8.1(h) of the Merger Agreement and specifically explain whether the Boards considered the adverse impact this Section may have on subsequent

bidders and any diminution in value it would result in should another offer be made. Identify and produce each Document and Communication Related To this Request, including each Document relied upon in approving this Section.

REQUEST NO. 203: With respect to Section 8.2 of the Merger Agreement, explain in complete detail what CareFirst's and/or GHMSI's Boards of Directors considered in agreeing to a \$37.5 million break-up fee and specifically explain whether the Boards considered the adverse impact this Section may have on subsequent bidders, any diminution in value it would result in should another offer be made, and whether it would be a breach of trust to agree to such a "lock-up" provision. Identify and produce each Document and Communication Related To this Request, including each Document relied upon in approving this Section.

REQUEST NO. 204: Explain in complete detail whether CareFirst's and/or GHMSI's Boards of Directors considered other possible business strategies that might have been available to CareFirst and/or GHMSI other than the Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 205: Explain in complete detail whether CareFirst's and/or GHMSI's Boards of Directors considered other possible merger partners. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 206: If CareFirst's and/or GHMSI's Boards of Directors did consider other possible merger partners, then explain in complete detail why CareFirst's and/or GHMSI's Boards of Directors rejected such partners. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 207: Explain in complete detail whether CareFirst's and/or GHMSI's Boards of Directors received other bids or offers. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 208: If CareFirst's and/or GHMSI's Boards of Directors did receive other bids or offers, then explain in complete detail why CareFirst's and/or GHMSI's Board of Directors did not accept such bids or offers. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 209: Explain in complete detail whether GHMSI's Board of Directors independently considered and approved the Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 210: Explain in complete detail whether CareFirst's other subsidiaries and affiliates' Boards of Directors independently considered and approved the Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 211: Explain in complete detail whether GHMSI's Board of Directors' approval of the Proposed Acquisition was sought and received. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 212: Explain in complete detail whether CareFirst's other subsidiaries and affiliates' Board of Directors' approval of the Proposed Acquisition was sought and received. Identify and produce each Document and Communication Related To this Request.

BCBSA

REQUEST NO. 213: Identify and produce each contract or agreement that provides BCBSA with approval or contractual rights Related To the Proposed Acquisition.

REQUEST NO. 214: Identify and produce each Document or Communication Related To any contract or agreement that provides BCBSA with approval or contractual rights Related To the Proposed Acquisition.

REQUEST NO. 215: Identify and produce each Communication with BCBSA Related To any potential sale, Conversion, or merger by CareFirst or GHMSI from 1998 to the present.

INUREMENT

REQUEST NO. 216: Explain in complete detail whether any CareFirst, GHMSI, or other CareFirst affiliates or subsidiaries' Officer, Director, or employee will receive anything of value as a result of consummation of the Proposed Acquisition, including employment, consulting or other contracts or agreements of any kind, pension arrangements, buy-outs, stock, stock options or any other arrangement involving financial benefit, regardless of the form of consideration. Identify and produce each Document and Communication Related To this Request, including each retention, severance, or post-transaction agreements for each Officer, Director, or employee or understandings proposed or likely to be entered into if the Proposed Acquisition is consummated.

REQUEST NO. 217: Explain in complete detail whether any CareFirst, GHMSI, or other CareFirst affiliates or subsidiaries' Officer, Director, or employee has a financial interest in the consummation or approval of the Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 218: If any CareFirst, GHMSI, or other CareFirst affiliates or subsidiaries' Officer, Director, or employee has a financial interest in approval of the Proposed Acquisition, then for each such Person explain in complete detail whether he/she provided CareFirst, GHMSI, or other CareFirst affiliates or subsidiaries, their Boards of Directors, Accenture, or CSFB with

any advice, recommendation, or direction with respect to the Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 219: Explain in complete detail whether any CareFirst, GHMSI, or other CareFirst affiliates or subsidiaries' Officer, Director, or employee will receive a position at WellPoint or any affiliate or subsidiary thereof after consummation of the Proposed Acquisition. If so, for each such Officer, Director, or employee explain when he/she was offered this position, what his/her title will be, what his/her responsibilities will be, how much he/she will be paid, and all other terms of his/her employment arrangement. Identify and produce each Document and Communication Related To this Request, including any employment agreements.

REQUEST NO. 220: Explain in complete detail whether CareFirst's Chief Executive Officer will receive a position at WellPoint or any affiliate or subsidiary thereof and, if so, explain when he was offered this position, what his title will be, what his responsibilities will be, how much he will be paid, and all other terms of his employment arrangement. Identify and produce each Document and Communication Related To this Request, including any employment agreement.

REQUEST NO. 221: Explain in complete detail whether other potential strategic partners offered CareFirst's Chief Executive Officer (or other CareFirst or its subsidiaries or affiliates' Officers, Directors, or employees) a position and whether this had any impact on CareFirst's and/or GHMSI's decision not to accept other potential partners' proposals. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 222: Explain in complete detail how CareFirst's Chief Executive Officer was involved with the Proposed Acquisition, what input he gave, and whether he recommended

to CareFirst's Board of Directors that the Proposed Acquisition be approved. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 223: Identify and produce each post-transfer employment contract offers to CareFirst, GHMSI, or other CareFirst affiliates or subsidiaries' Officers, Directors or employees for each potential buyer and for Anthem.

REQUEST NO. 224: Explain in complete detail whether any Person without a financial interest in the Proposed Acquisition provided CareFirst's or GHMSI's Board of Directors with advice Related To the Proposed Acquisition. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 225: Produce each ancillary agreement with Wellpoint or any affiliate or subsidiary thereof to acquire non-wholly owned subsidiaries, partnerships, affiliates, joint ventures, etc. of CareFirst and/or GHMSI and each Document and Communication Related thereto.

Other Statutory Considerations

REQUEST NO. 226: Explain in complete detail whether each Officer, Director, agent, or managing employee of CareFirst , GHMSI or WellPoint is in full compliance with each federal, state or local law or requirement in each jurisdiction where CareFirst, GHMSI and WellPoint operate or are licensed to do business. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 227: Explain in complete detail whether any Officer, Director, agent, or managing employee of CareFirst, GHMSI or WellPoint has been convicted of violating any federal or state law or regulation (including, without limitation, laws or regulations relating to the delivery of health care items or health care services, reimbursement for health care services,

employer/employee relations, and environmental regulation) or has been indicted, is currently being investigated, or has entered into a settlement agreement in connection with the violation of any law or regulation. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 228: Explain in complete detail whether WellPoint is financially sound and has the financial and management capacity to operate the healthcare entity, a department or division thereof, or any entity resulting from the Conversion. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 229: Explain in complete detail whether the for-profit entity (WellPoint) has disclosed all potential conflicts of interest, including, but not limited to, conflicts of interest related to board members, executives, members of the medical staff of the healthcare entity, and experts retained by the healthcare entity or the parties to the Conversion. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 230: Explain in complete detail whether CareFirst and/or GHMSI will receive reasonably fair value for their assets and whether the market value of those assets has not been manipulated by the actions of the parties in a manner that causes the value of the assets to decrease. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 231: Explain in complete detail whether charitable funds are or will be placed at unreasonable short-term or long term risk. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 232: Explain in complete detail whether any management contract under the Conversion is for reasonably fair value. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 233: Explain in complete detail whether the charitable assets have been or will be placed in a charitable trust controlled independently of WellPoint or other parties to the Conversion and used for appropriate charitable purposes consistent with CareFirst's purposes or operation in each affected community. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 234: Explain in complete detail whether a right of first refusal has been retained by CareFirst to permit repurchase of the assets by a successor nonprofit entity if and when the for-profit entity that results from the Conversion is subsequently proposed for sale, Conversion, or merger. Identify and produce each Document and Communication Related To this Request.

REQUEST NO. 235: Explain in complete detail whether CareFirst or GHMSI has elected to avail itself of the provisions of subchapter 1 of Chapter 3 ("Nonprofit Corporations") as set forth in D.C. Official Code § 29-301.101. Identify and Produce each Document and Communication Related to this Request.

VERIFICATION

I have read the forgoing written Responses to the Corporation Counsel of the District of Columbia's Requests for Information and Documents (the "Responses") and know their contents.

I am authorized to make this verification for and on CareFirst, Inc.'s behalf, and I make this verification for this reason. The matters stated in the Responses are true of my own knowledge except as to those matters which are stated on information and belief, and as to those matters I believe them to be true.

Executed on _____, 2002 at _____.

I declare under penalty of perjury under the laws of the District of Columbia that the foregoing Responses are true and correct.

On behalf of CareFirst, Inc.

VERIFICATION

I have read the forgoing written Responses to the Corporation Counsel of the District of Columbia's Requests for Information and Documents (the "Responses") and know their contents.

I am authorized to make this verification for and on Group Hospitalization and Medical Services, Inc.'s behalf, and I make this verification for this reason. The matters stated in the Responses are true of my own knowledge except as to those matters which are stated on information and belief, and as to those matters I believe them to be true.

Executed on _____, 2002 at _____.

I declare under penalty of perjury under the laws of the District of Columbia that the foregoing Responses are true and correct.

On behalf of Group Hospitalization and Medical Services, Inc.